

## **Exhibit 9**



DEPARTMENT OF HEALTH & HUMAN SERVICES

Public Health Service

Centers for Disease Control  
and Prevention (CDC)  
Atlanta GA 30341-3724

AUG 11 2006

Pathfinder International  
Nelson Keyonzo, Program Director  
9 Galen Street, Suite 217  
Watertown, MA 02472-4501

Reference: Cooperative Agreement Number U62/CCU124490-02

Dear Mr. Keyonzo:

Enclosed is the Notice of Award for the "Scale-Up of Community Home Based Care Activities for People Living with HIV/AIDS in the United Republic of Tanzania" of Program Announcement Number 04208. The amount of \$2,166,240.00 has been awarded. The budget period starts September 1, 2005 and ends on August 31, 2006. Please refer to the continuation pages of the Notice of Award for specific details, pertinent information and additional requirements regarding the award.

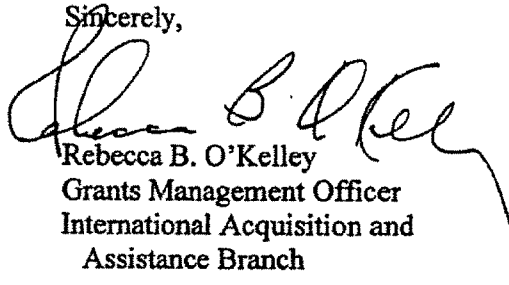
The Project Officer listed in the award will be responsible for the review and programmatic monitoring of your assistance award. The Grants Management Specialist, Diane Flournoy, has been assigned the business management responsibilities for your award. Any correspondence directed to this office should include the original and two (2) copies and reference the cooperative agreement number given above. Address correspondence to Rebecca B. O'Kelley, Grants Management Officer, Attn: Diane Flournoy, Grants Management Specialist.

All requests which require prior approval of the Grants Management Officer, (i.e. re-budgeting, contracting) must be co-signed by the Project Director and an official of your business office, and should contain sufficient information to process such requests. If this procedure is not followed, your request will be returned unprocessed.

An annual Financial Status Report (FSR) must be submitted within 90 days after the end of the budget period and should include only funds authorized and expended during the budget period for which the report is being submitted. The FSRs should be completed and mailed to the appropriate Grants Management Specialist listed on the contact list. The SF 269A form can be downloaded from the Internet address: <http://grants.nih.gov/gov/grants/forms.htm>. NOTE: Any FSRs submitted on a cumulative basis will be returned. Please note Page 2 of the award for the submission of progress reports.

If you have any questions concerning this cooperative agreement, please contact the appropriate individual listed in the Notice of Grant Award.

Sincerely,



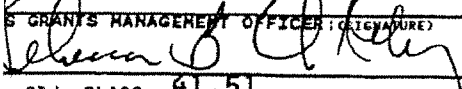
Rebecca B. O'Kelley  
Grants Management Officer  
International Acquisition and  
Assistance Branch

Enclosures

cc: Business Office  
Cecil Threat, NCHSTP/GAP/Tanzania  
Hussain Baseer, NCHSTP/GAP, MS-E04

08/11/2005		93.941		DEPARTMENT OF HEALTH AND HUMAN SERVICES PUBLIC HEALTH SERVICE CENTERS FOR DISEASE CONTROL AND PREVENTION  <b>NOTICE OF COOPERATIVE AGREEMENT</b>  AUTHORIZATION (LEGISLATION/REGULATION)  307,317K2 PHSA, 42USC2421&247BK2, SEC10																	
1. SUPERSEDES AWARD NOTICE DATED _____ EXCEPT THAT ANY ADDITIONS OR RESTRICTIONS _____ PREVIOUSLY IMPOSED REMAIN IN EFFECT UNLESS SPECIFICALLY RESCINDED.																					
2. GRANT NO. <b>U62/CCU124490-02</b>		5. ADMINISTRATIVE CODES <b>CCU62</b>																			
3. PROJECT PERIOD FROM <b>09/01/2004</b>		THROUGH <b>08/31/2009</b>																			
4. BUDGET PERIOD FROM <b>09/01/2005</b>		THROUGH <b>08/31/2006</b>																			
1. TITLE OF PROJECT (OR PROGRAM) <b>SCALE-UP OF HOME BASED CARE ACTIVITIES FOR PEOPLE LIVING WITH HIV/AIDS IN</b>																					
2. GRANTEE NAME AND ADDRESS <b>PATHFINDER INTERNATIONAL          9 GALEN STREET          SUITE 217          WATERTOWN, MA 02472-4501</b>			10. DIRECTOR OF PROJECT (PROGRAM DIRECTOR/PRINCIPAL INVESTIGATOR) <b>NELSON KEYONZO          COUNTRY REPRESENTATIVE          UNITED NATIONS ROAD          DAR ES SALAAM, TANZANIA,</b>																		
11. APPROVED BUDGET (EXCLUDES PHS DIRECT ASSISTANCE)  PHS GRANT FUNDS ONLY TOTAL PROJECT COSTS INCLUDING GRANT FUNDS AND ALL OTHER FINANCIAL PARTICIPATION (PLACE NUMERAL ON LINE) <u>  I  </u>			12. AWARD COMPUTATION FOR FINANCIAL ASSISTANCE  A. AMOUNT OF PHS FINANCIAL ASSISTANCE (FROM 11.U).....\$ <b>2,166,240</b> B. LESS UNOBLIGATED BALANCE FROM PRIOR BUDGET PERIODS...\$ <b>0</b> C. LESS CUMULATIVE PRIOR AWARD(S) THIS BUDGET PERIOD...\$ <b>0</b> D. AMOUNT OF FINANCIAL ASSIST. THIS ACTION \$ <b>2,166,240</b>																		
SALARIES AND WAGES.....\$ <b>376,036</b> FRINGE BENEFITS.....\$ <b>120,743</b> TOTAL PERSONNEL COSTS.....\$ <b>496,779</b> CONSULTANT COSTS.....\$ <b>0</b> EQUIPMENT.....\$ <b>77,000</b> SUPPLIES.....\$ <b>34,589</b> TRAVEL.....\$ <b>213,316</b> PATIENT CARE-INPATIENT.....\$ <b>0</b> PATIENT CARE-OUTPATIENT.....\$ <b>0</b> ALTERATIONS AND RENOVATIONS.....\$ <b>0</b> OTHER.....\$ <b>548,997</b> CONSORTIUM/CONTRACTUAL COSTS.....\$ <b>542,358</b> TRAINEE RELATED EXPENSES.....\$ <b>0</b> TRAINEE STIPENDS.....\$ <b>0</b> TRAINEE TUITION AND FEES.....\$ <b>0</b> TRAINEE TRAVEL.....\$ <b>0</b> TOTAL DIRECT COSTS.....\$ <b>1,913,039</b> INDIRECT COSTS ( 75.00 % OF S&W/TADC) \$ <b>253,201</b> TOTAL APPROVED BUDGET.....\$ <b>2,166,240</b> S&W FEE.....\$ <b>0</b> FEDERAL SHARE.....\$ <b>2,166,240</b> NON-FEDERAL SHARE.....\$ <b>0</b>			13. RECOMMENDED FUTURE SUPPORT (SUBJECT TO THE AVAILABILITY OF FUNDS AND SATISFACTORY PROGRESS OF THE PROJECT) <table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th>BUDGET YEAR</th> <th>TOTAL DIRECT COSTS</th> <th>BUDGET YEAR</th> <th>TOTAL DIRECT COSTS</th> </tr> </thead> <tbody> <tr> <td>A. 3</td> <td>700,000</td> <td>D. 0</td> <td>0</td> </tr> <tr> <td>B. 4</td> <td>700,000</td> <td>E. 0</td> <td>0</td> </tr> <tr> <td>C. 5</td> <td>700,000</td> <td>F. 0</td> <td>0</td> </tr> </tbody> </table>			BUDGET YEAR	TOTAL DIRECT COSTS	BUDGET YEAR	TOTAL DIRECT COSTS	A. 3	700,000	D. 0	0	B. 4	700,000	E. 0	0	C. 5	700,000	F. 0	0
BUDGET YEAR	TOTAL DIRECT COSTS	BUDGET YEAR	TOTAL DIRECT COSTS																		
A. 3	700,000	D. 0	0																		
B. 4	700,000	E. 0	0																		
C. 5	700,000	F. 0	0																		
			14. APPROVED DIRECT ASSISTANCE BUDGET (IN LIEU OF CASH) A. AMOUNT OF PHS DIRECT ASSISTANCE.....\$ <b>0</b> B. LESS UNOBLIGATED BALANCE FROM PRIOR BUDGET PERIODS...\$ <b>0</b> C. LESS CUMULATIVE PRIOR AWARDS FROM THIS BUDGET PERIOD\$ <b>0</b> D. AMOUNT OF DIRECT ASSISTANCE THIS ACTION \$ <b>0</b>																		
			15. PROGRAM INCOME SUBJECT TO 45 CFR PART 74, SUBPART F, OR 45 CFR 92.25, SHALL BE USED IN ACCORDANCE WITH ONE OF THE FOLLOWING ALTERNATIVES: (SELECT ONE AND PUT LETTER IN BOX.) A. DEDUCTION B. ADDITIONAL COSTS C. MATCHING D. OTHER RESEARCH (ADD/DEDUCT OPTION) E. OTHER (SEE REMARKS)																		
			THIS AWARD IS BASED ON AN APPLICATION SUBMITTED TO, AND AS APPROVED BY, THE PHS ON THE ABOVE TITLED PROJECT AND IS SUBJECT TO THE TERMS AND CONDITIONS INCORPORATED EITHER DIRECTLY OR BY REFERENCE IN THE FOLLOWING: A. THE GRANT PROGRAM LEGISLATION CITED ABOVE. B. THE GRANT PROGRAM REGULATION CITED ABOVE. C. THIS AWARD NOTICE INCLUDING TERMS AND CONDITIONS, IF ANY, NOTED BELOW UNDER REMARKS. D. PHS GRANTS POLICY STATEMENT INCLUDING ADDENDA IN EFFECT AS OF THE BEGINNING DATE OF THE BUDGET PERIOD. E. 45 CFR PART 74 OR 45 CFR PART 92 AS APPLICABLE. IN THE EVENT THERE ARE CONFLICTING OR OTHERWISE INCONSISTENT POLICIES APPLICABLE TO THE GRANT, THE ABOVE ORDER OF PRECEDENCE SHALL PREVAIL. ACCEPTANCE OF THE GRANT TERMS AND CONDITIONS IS ACKNOWLEDGED BY THE GRANTEE WHEN FUNDS ARE DRAWN OR OTHERWISE OBTAINED FROM THE GRANT PAYMENT SYSTEM.																		
REMARKS (OTHER TERMS AND CONDITIONS ATTACHED) - YES <input checked="" type="checkbox"/> NO <input type="checkbox"/>																					

SPONSOR: NATIONAL CENTER FOR GLOBAL AIDS PREVENTION (NCHSTP)  
 \*IDC RATE BASE: SEE ATTACHED

6. GRANTS MANAGEMENT OFFICER (SIGNATURE) 		(NAME-TYPED/PRINT) <b>REBECCA B. O'KELLEY</b>		(TITLE) <b>GRANTS MANAGEMENT OFFICER</b>	
7. OBJ. CLASS. <b>41.51</b>		18. CRS.EIN: <b>1-530235320-A2</b>		19. LIST NO.: <b>CO-149-K05</b>	
FY-CAN <b>05-M1115 05-92102H3</b>		DOCUMENT NO. <b>CCU124490</b>		ADMINISTRATIVE CODE <b>CCU62</b>	
A. <b>05-M1115 05-92102H3</b>		B. <b>CCU124490</b>		C. <b>CCU62</b>	
D. <b>2,166,240</b>		E. <b>0</b>		F. <b>0</b>	

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7. **CORRESPONDENCE:** All correspondence regarding this award must be identified with the award number as shown at the top right of this page.
8. **PRIOR APPROVAL:** All requests that require the prior approval of the Grants Management Officer must bear the signature of an authorized official of the grantee business office as well as that of the principal investigator or program director. Any request received without two signatures will be returned. Additionally, any requests involving funding issues must include a new proposed budget and a narrative justification of the requested changes.
9. **INVENTIONS:** Acceptance of grant funds obligates recipients to comply with the "standard patent rights" clauses in 37 CFR 401.14.
10. **PUBLICATIONS:** Publications, journal articles, etc. produced under a CDC grant support project must bear an acknowledgment and disclaimer, as appropriate, such as: This publication (journal article, etc.) was supported by Cooperative Agreement Number \_\_\_\_\_ from Centers for Disease Control and Prevention (CDC). Its contents are solely the responsibility of the authors and do not necessarily represent the official views of (name of awarding agency).
11. **ACKNOWLEDGMENT OF FEDERAL SUPPORT:** When issuing statements, press releases, requests for proposals, bid solicitations and other documents describing projects or programs funded in whole or in part with Federal money, all awardees receiving Federal funds, including and not limited to State and local governments and recipients of Federal research grants, shall clearly state (1) the percentage of the total costs of the program or project which will be financed with Federal money, (2) the dollar amount of Federal funds for the project or program, and (3) percentage and dollar amount of the total costs of the project or program that will be financed by non-governmental sources.
12. **INSPECTOR GENERAL:** The HHS Office of the Inspector General (OIG) maintains a toll-free telephone number, (1-800-HHS-TIPS [1-800-447-8477]) for receiving information concerning fraud, waste or abuse under grants and cooperative agreements. Information also may be submitted by e-mail to [hhstips@oig.hhs.gov](mailto:hhstips@oig.hhs.gov) or by mail to Office of the Inspector General, Department of Health and Human Services, Attn: HOTLINE, 330 Independence Ave., SW, Washington DC 20201. Such reports are treated as sensitive material and submitters may decline to give their names if they choose to remain anonymous.
13. **PAYMENT INFORMATION**

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devolve activities and management to local partners and beneficiaries. The work-plan will include a time-line for the achievement of organizational or human capacity sustainability and track progress towards that end. Renewals of this agreement will be based on the progress towards the accomplishment of the phase-out plan and such proposals should specify how capacity will be transferred to indigenous groups over the full award period.

**16. PROSTITUTION AND RELATED ACTIVITIES:**

The U.S. Government is opposed to prostitution and related activities, which are inherently harmful and dehumanizing, and contribute to the phenomenon of trafficking in persons.

Any entity that receives, directly or indirectly, U.S. Government funds in connection with this document ("recipient") cannot use such U.S. Government funds to promote or advocate the legalization or practice of prostitution or sex trafficking. Nothing in the preceding sentence shall be construed to preclude the provision to individuals of palliative care, treatment, or post-exposure pharmaceutical prophylaxis, and necessary pharmaceuticals and commodities, including test kits, condoms, and, when proven effective, microbicides. A recipient that is otherwise eligible to receive funds in connection with this document to prevent, treat, or monitor HIV/AIDS shall not be required to endorse or utilize a multisectoral approach to combating HIV/AIDS, or to endorse, utilize, or participate in a prevention method or treatment program to which the recipient has a religious or moral objection. Any information provided by recipients about the use of condoms as part of projects or activities that are funded in connection with this document shall be medically accurate and shall include the public health benefits and failure rates of such use.

In addition, any recipient must have a policy explicitly opposing prostitution and sex trafficking. The preceding sentence shall not apply to any "exempt organizations" (defined as the Global Fund to Fight AIDS, Tuberculosis and Malaria, the World Health Organization and its six Regional Offices, the International AIDS Vaccine Initiative or to any United Nations agency).

The following definition applies for purposes of this clause:

Sex trafficking means the recruitment, harboring, transportation, provision, or obtaining of a person for the purpose of a commercial sex act. 22 U.S.C. § 7102(9).



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All recipients must insert provisions implementing the applicable parts of this section, "Prostitution and Related Activities," in all subagreements under this award. These provisions must be express terms and conditions of the subagreement, must acknowledge that compliance with this section, "Prostitution and Related Activities," is a prerequisite to receipt and expenditure of U.S. government funds in connection with this document, and must acknowledge that any violation of the provisions shall be grounds for unilateral termination of the agreement prior to the end of its term. Recipients must agree that HHS may, at any reasonable time, inspect the documents and materials maintained or prepared by the recipient in the usual course of its operations that relate to the organization's compliance with this section, "Prostitution and Related Activities."

All prime recipients that receive U.S. Government funds ("prime recipients") in connection with this document must certify compliance prior to actual receipt of such funds in a written statement that makes reference to this document (e.g., "[Prime recipient's name] certifies compliance with the section, 'Prostitution and Related Activities.'" addressed to the agency's grants officer. Such certifications by prime recipients are prerequisites to the payment of any U.S. Government funds in connection with this document.

Recipients' compliance with this section, "Prostitution and Related Activities," is an express term and condition of receiving U.S. Government funds in connection with this document, and any violation of it shall be grounds for unilateral termination by HHS of the agreement with HHS in connection with this document prior to the end of its term. The recipient shall refund to HHS the entire amount furnished in connection with this document in the event HHS determines the recipient has not complied with this section, "Prostitution and Related Activities."

**17. CDC CONTACT NAMES:**

**Business and Grants Policy Contact**

Diane Flournoy

Grants Management Specialist

PGO/International Acquisition & Assistance Branch, CDC

2920 Brandywine Road, Room 2311, MS-E09

Atlanta, Georgia 30341-4146

Telephone: (770) 488-2072

Fax: (770) 488-2688

Internet Address: [dmf6@cdc.gov](mailto:dmf6@cdc.gov)